

FILE COPY



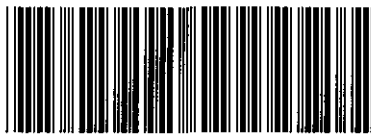
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1934811

The Registrar of Companies for England and Wales hereby certifies that
G. W. ARCHER & COMPANY LIMITED

having by special resolution changed its name, is now incorporated
under the name of
DIAGEO SPARE COMPANY NO. 1 LIMITED

Given at Companies House, Cardiff, the 15th March 2006



C01934811E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



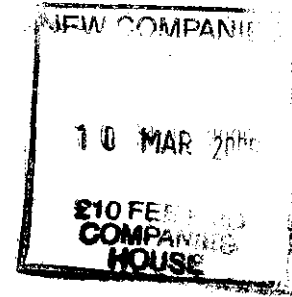
Companies House
— for the record —

HC006B

No: 1934811

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares



RESOLUTION

of

G. W. Archer & Company Limited

On the 6 March 2006, the following RESOLUTION IN WRITING (such resolution to have effect as a special resolution) was duly passed by the Members of the Company who were at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to S381A, Companies Act 1985 (as amended):

RESOLUTIONS

1. THAT the name of the company be changed to Diageo Spare Company No. 1 Limited


 FOR AND ON BEHALF OF DIAGEO }
 CORPORATE OFFICER B LIMITED } Secretary

